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May 2, 2024

*By Electronic Filing*

The Honorable Loretta A. Preska  
United States District Judge  
United States District Court for the Southern  
District of New York  
Daniel Patrick Moynihan U.S. Courthouse  
500 Pearl Street  
New York, NY 10007

Re: SEC v. Sason, et al., 19 Civ. 1459 (LAP) (SDNY)

Dear Judge Preska:

We write to move to dismiss the remaining claims against Marc Manuel—to wit, Counts 3 and 4, which the Securities and Exchange Commission does not oppose. As Your Honor is aware, the Commission and Mr. Manuel negotiated a resolution to the Commission's claims in this matter. Mr. Manuel executed a consent to final judgment under Sections 5(a) and (c) of the Securities Act of 1933 as defined in footnote 1 of the consent ("Section 5 Claims"), which was approved by the Commission, and filed in this matter by the Commission on April 30, 2024. *See* ECF No. 221-1 (the "Consent"). On May 2, 2024, this Court entered a final judgment against Mr. Manuel solely with respect to the Section 5 Claims. *See* ECF No. 229. Pursuant to the Consent, Mr. Manuel neither admits nor denies the Section 5 Claims. However, Mr. Manuel is free to deny the remaining claims under Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5(a) and (c) thereunder, and Sections 17(a)(1) and (3) of the Securities Act, which are not the subject of the Consent. Mr. Manuel hereby moves to dismiss those claims.

The unusual posture of Mr. Manuel's motion does not appear to fit neatly into Your Honor's Individual Rules of Practice paragraph 2.A., regarding letters to schedule pre-motion conferences. For that reason, and in the interest of expediency, we have styled this letter as a motion. However, we are available for a conference if that is Your Honor's preference.

We are of course available to answer any questions Your Honor may have.

The Honorable Loretta A. Preska  
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Respectfully,

**BALLARD SPAHR LLP**

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